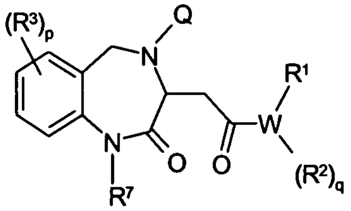
What is claimed is:

1. A compound of Formula I:



I

wherein

Q is -SO_2R or -$CH_2C(O)R$;

W is selected from the group consisting of O, S, and N, wherein:

when W is O or S, then *q* is zero; and when W is N, then *q* is one;

R is selected from the group consisting of aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic;

R^1 and R^2 are independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic, or R^1 and R^2 together with the nitrogen atom to which they are attached form a heteroaryl, substituted heteroaryl, heterocyclic, or substituted heterocyclic;

each R^3 is independently selected from the group consisting of alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, amino, substituted amino, cycloalkyl, substituted cycloalkyl, alkoxy, substituted alkoxy, aryl, substituted aryl, aryloxy, substituted aryloxy, heteroaryl, substituted heteroaryl, heteroaryloxy, substituted heteroaryloxy, heterocyclic, substituted heterocyclic, heterocyclyloxy, substituted heterocyclyloxy, acyl, acyloxy, halogen, nitro, cyano, hydroxy, carboxy, -$C(O)OR^{10}$ wherein R^{10} is alkyl, substituted alkyl, aryl, or substituted aryl, and -$C(O)NR^{11}R^{12}$ wherein R^{11} and R^{12} are independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic, or R^{11} and

R^{12} together with the nitrogen atom to which they are joined form a heteroaryl, substituted heteroaryl, heterocyclic a substituted heterocyclic group;

or two or more of R^3 together with the carbon atoms to which they are joined form a fused ring cycloalkenyl, substituted cycloalkenyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, unsaturated heterocyclic or substituted unsaturated heterocyclic;

R^7 is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic, substituted heterocyclic, acyl and acyloxy;

or R^7 together with at least one of R^3 and the nitrogen and carbon atoms to which they are joined forms a fused ring heteroaryl, substituted heteroaryl, unsaturated heterocyclic or substituted unsaturated heterocyclic;

p is an integer of from 0 to 3;

or pharmaceutically acceptable salts, tautomer, isomers and prodrugs thereof.

2. A compound according to Claim 1, wherein Q is $-SO_2R$.

3. A compound according to Claim 2 wherein R is selected from the group consisting of phenyl; naphth-1-yl; 5-dimethylamino-naphth-1-yl; 2-fluorophenyl; 2-chlorophenyl; 2-cyanophenyl; 2-methylphenyl; 2-nitro-phenyl; 2-trifluoromethylphenyl; 3-chlorophenyl; 4-methylphenyl (tolyl); 2,5-dibromophenyl; 4-bromo-2-ethylphenyl; 4-bromo-2-trifluoromethoxy-phenyl; 2,3-dichlorophenyl; 2,4-dichlorophenyl; 3,4-dichlorophenyl; 2,5-dichlorophenyl; 3,5-dichlorophenyl; 2,6-dichlorophenyl; 2-chloro-4-cyano-phenyl; 2-chloro-4-fluorophenyl; 3-chloro-2-methylphenyl; 2-chloro-6-methylphenyl; 5-chloro-2-methoxyphenyl; 2-chloro-4-trifluoromethyl-phenyl; 2,4-difluorophenyl; 5-fluoro-2-methylphenyl; 2,5-dimethoxyphenyl; 2-methoxy-4-methylphenyl; 2-methoxy-5-bromophenyl; 2-methoxy-5-methylphenyl; 2,5-dimethylphenyl; 2-methyl-5-nitrophenyl; 3,5-di(trifluoro-methyl)phenyl; 4-bromo-2,5-difluorophenyl; 2,3,4-trichlorophenyl; 2,4,5-trichlorophenyl; 2,4,6-trichlorophenyl; 2,4-dichloro-5-methylphenyl; 4-chloro-2,5-dimethylphenyl; 2,4,6-tri(*iso*)propylphenyl; 2,4,6-trimethyl-phenyl; 2,3,5-trimethyl-4-chlorophenyl; 2,3,6-

trimethyl-4-methoxyphenyl; 2,3,4,5,6-pentamethylphenyl; 5-chloro-1,3-dimethylpyrazol-4-yl; 2-methoxy-carbonyl-thiophen-3-yl; 2,3-dimethylimidazol-5yl; 2-methylcarbonylamino-4-methyl-thiazol-5-yl; quinolin-8-yl; thiophen-2-yl; 1-methylimidiazol-4-yl; 3,5-dimethylisoxazol-4-yl; and N-morpholino.

4. The compound according to Claim 3 wherein R is selected from the group consisting of 4-chloro-2,5-dimethylphenyl and 2,3-dichlorophenyl.

5. The compound according to Claim 1 wherein W is nitrogen and R^1 is selected from the group consisting of:

2-[(4-amidino)phenyl]-1-(R)-(pyrrolidin-N-ylcarbonyl)eth-1-yl,
amino,
2-[N-(α-aminoacetyl)piperid-4-yl]eth-1-yl,
4-aminobenzyl, 2-[4-(aminoethyleneamidino)phenyl]eth-1-yl,
2-[N-(1-amino-1-methylethylcarbonyl)piperid-4-yl]eth-1-yl,
2-(4-aminophenyl)eth-1-yl,
2-aminothiazol-5-ylmethyl,
(2-aminopyrid-4-yl)methyl,
benzyl,
2-bromoeth-1-yl,
1-(S)-carboxamide-2-(indol-3-yl)eth-1-yl,
carboxamidemethyl,
1-carboxamide-2-(S)-methyl-but-1-yl,
1-(S)-carbamyol-2-(phenyl)eth-1-yl,
1-(R)-carboxamide-2-(phenyl)eth-1-yl,
4-carboxybenzyl,
2-chloroeth-1-yl,
cyanomethyl,
2-(4-cyanophenyl)eth-1-yl,
2-(4-cyanophenyl)-1-(R)-(pyrrolidin-N-ylcarbonyl)eth-1-yl,
2-(4-cyanophenyl)-1-(S)-(pyrrolidin-N-ylcarbonyl)eth-1-yl,

cyclohexyl,

cyclohexylmethyl,

2-(N-cyclopropylpiperidin-4-yl)eth-1-yl,

2-(N-cyclopropylpiperidin-4-yl)-1-(R)-(pyrrolidin-N-ylcarbonyl)eth-1-yl,

1-(R)-1,3-di(benzyloxycarbonyl)prop-1-yl,

1-(S)-1,3-dicarboxamideprop-1-yl,

(2-dimethylamino)eth-1-yl,

2-[4-(N,N-dimethylamino]phenethyl,

3-(dimethylamino)prop-1-yl,

1-(S)-ethoxycarbonyleth-1-yl,

2-ethoxyphenyl,

ethyl,

1-(R)-(1-N-ethylamino-carbonyl)-4-amino-n-butyl,

1-(S)-(1-N-ethylamino-carbonyl)-4-amino-n-butyl,

1-(R)-(1-N-ethylaminocarbonyl)-5-(t-butoxycarbonylamino)pent-5-yl,

1-(S)-(1-N-ethylaminocarbonyl)-5-(t-butoxycarbonylamino)pent-5-yl,

1-(R)-(1-N-ethylaminocarbonyl)-4-(N -t-butoxycarbonylamino)-n-but-5- yl,

1-(S)-(1-N-ethylaminocarbonyl)-4-(N -t-butoxycarbonylamino)-n-but-5- yl,

1-(R)-(1-N-ethylaminocarbonyl)-5-guanadino-n-pent-5-yl,

1-(S)-(1-N-ethylaminocarbonyl)-5-guanadino-n-pent-5-yl,

1-R,S-(1-N-ethylaminocarbonyl)-4-(N -t-butoxycarbonyl)guanadino-n-but-1-yl,

1-(R)-(1-N-ethylaminocarbonyl)-5-(N -t-butoxycarbonylamino)-n-pent-5- yl,

1-(S)-(1-N-ethylaminocarbonyl)-5-(N -t-butoxycarbonylamino)-n-pent-5- yl,

4-fluorophenethyl,

hydrogen,

2-hydroxyeth-1-yl,

2-(4-hydroxyphenyl)-1-(S)-(methoxycarbonyl)eth-1-yl,

2-(4-hydroxyphenyl)-1-(S)-(isopropoxycarbonyl)eth-1-yl,

2-(4-hydroxyphenyl)-1-(R)-(methoxycarbonyl)eth-1-yl,

2-(N-hydroxypyrid-4-yl)eth-1-yl,

2-(imidazol-4-yl)eth-1-yl,

2-[4-(imidazolin-2-yl)phenyl]-1-(R)-(pyrrolidin-1-ylcarbonyl)eth-1-yl,
2-[4-(imidazolin-2-yl)phenyl]eth-1-yl,
2-(indol-3-yl)eth-1-yl,
2-(indol-3-yl)-1-(S)-(methoxycarbonyl)eth-1-yl,
2-(indol-3-yl)-1-(R)-(methoxycarbonyl)eth-1-yl,
iso-propyl,
1-(R)-(isopropoxycarbonyl)-2-(phenyl)eth-1-yl,
methoxy,
4-(methoxycarbonyl)benzyl,
1-(R)-(methoxycarbonyl)eth-1-yl,
methoxycarbonylmethyl,
methoxycarbonylphenylmethyl,
2-methoxyeth-1-yl,
1-(R)-(methoxcarbonyl)-2-(N-methylpiperidin-4-yl)eth-1-yl,
1-(R)-(methoxycarbonyl)-2-(N-methyl-1,2,3,6-tetrahydropyrid-4-yl)eth- 1-yl,
2-methoxyphenyl,
1-(R)-(methoxycarbonyl)-2-pyrid-4-yl)eth-1-yl,
methyl,
2-[4-(methylcarbonylamino]phenethyl,
1-(R)-(N-methyl-N-ethylcarbamoyl)-3-(guanadino)prop-1-yl,
2-(4-methylpiperazin-1-yl)eth-1-yl,
(N-methylpiperidin-2-yl)methyl,
2-(N-methylpiperidin-2-yl)eth-1-yl,
2-(N-methylpiperidin-3-yl)eth-1-yl,
2-(N-methylpiperidin-4-yl)eth-1-yl,
2-(N-methylpiperidin-4-yl)-1-(R)-(pyrrolidin-N-ylcarbonyl)eth-1-yl,
2-[(N-methyl)pyrrolidin-2-yl]eth-1-yl,
2-(N-methyl-1,2,5,6-tetrahydropyrid-4-yl)eth-1-yl,
2-(N-methyl-1,2,5,6-tetrahydropyrid-4-yl)-1-(R)-(pyrrolidin-N-ylcarbonyl) eth-1-yl,
3-(2-methylthiazol-5-yl)-pyrazol-5-yl,

2-(N-morpholino)eth-1-yl,

n-hexyl,

4-nitrobenzyl,

phenethyl,

1-(R)-phenyleth-1-yl,

1-(S)-phenyleth-1-yl,

phenyl,

4-phenylbut-1-yl,

1-(R)-2-phenylcarboxyeth-1-yl,

1-(R)-2-phenyl-1-(methoxycarbonyl)eth-1-yl,

1-(S)-2-phenyl-1-(methoxycarbonyl)eth-1-yl,

3-phenyl-n-prop-1-yl,

2-(phenyl)-1-(S)-(pyrrolidin-N-ylcarbonyl)eth-1-yl,

2-(piperidin-N-yl)eth-1-yl,

2-(piperidin-2-yl)eth-1-yl,

2-(piperidin-3-yl)eth-1-yl,

2-(piperidin-4-yl)eth-1-yl,

(piperid-1-yl)carbonylmethyl,

pyrazin-2-ylmethyl,

2-(pyrid-2-yl)eth-1-yl,

2-(pyrid-3-yl)eth-1-yl,

2-(pyrid-4-yl-)eth-1-yl,

(pyrid-2-yl)methyl,

(pyrid-3-yl)methyl,

(pyrid-4-yl)methyl,

2-[N-(pyrid-4-yl)]piperidin-4-yl,

2-[N-(pyrid-4-yl)piperid-4-yl)]eth-1-yl,

2-[N-(pyrid-2-yl)piperidin-4-yl]eth-1-yl

2-(pyrid-4-yl)-1-(R)-(pyrrolidin-N-ylcarbonyl)eth-1-yl,

1-(R)-(pyrrolidin-N-ylcarbonyl)-2-(4-amidino)phenyl-eth-1-yl,

1-(S)-(pyrrolidin-N-ylcarbonyl)-2-(4-amidino)phenyl-eth-1-yl, 1-(R)-(pyrrolidin-N-ylcarbonyl)-5-amino-n-pent-1-yl,

1-(S)-(pyrrolidin-N-ylcarbonyl)-5-amino-n-pent-1-yl,

1-(R)-(pyrrolidin-N-ylcarbonyl)-2-(4-biphenyl)eth-1-yl,

1-(S)-(pyrrolidin-N-ylcarbonyl)-2-(4-biphenyl)eth-1-yl,

1-(R)-(pyrrolidin-N-ylcarbonyl-2-(4-iodophenyl)eth-1-yl,

1-(S)-(pyrrolidin-N-ylcarbonyl-2-(4-iodophenyl)eth-1-yl,

1-(R)-(pyrrolidin-N-carbonyl)-4-(t-butoxycarbonylamino)-n-but-1-yl,

1-(S)-(pyrrolidin-N-carbonyl)-4-(t-butoxycarbonylamino)-n-but-1-yl,

1-(S)-(pyrrolidin-N-ylcarbonyl)-2-[4-(2-imidazolin-2-yl)phenyl]eth-1-yl,

2-(R)-(pyrrolidin-N-ylcarbonyl-3-phenylprop-2-yl,

1-(R)-(pyrrolidin-N-ylcarbonyl)-2-[4-(N-methylpiperidin-2-yl) phenyl)]eth-1-yl

1-(S)-(pyrrolidin-N-ylcarbonyl)-2-[4-(N-methylpiperidin-2- yl)phenyl)]eth-1-yl

1-(R)-(pyrrolidin-N-ylcarbonyl)-2-[N-methyl-1,2,5,6-tetrahydropyridin- 4-yl)-phen-4-yl)]eth-1-yl

1-(S)-(pyrrolidin-N-ylcarbonyl)-2-[N-methyl-1,2,5,6-tetrahydropyridin- 4-yl)-phen-4-yl)]eth-1-yl

1-(R)-(pyrrolidin-N-ylcarbonyl)-2-[4-(piperidin-2-yl)cyclohexyl)]eth-1- yl,

1-(S)-(pyrrolidin-N-ylcarbonyl)-2-[4-(piperidin-2-yl)cyclohexyl)]eth-1-yl,

1-(R)-(pyrrolidin-N-ylcarbonyl)-2-[N-(phenyl)piperidin-4-yl)]eth-1-yl

1-(S)-(pyrrolidin-N-ylcarbonyl)-2-[N-(phenyl)piperidin-4-yl)]eth-1-yl

1-(R)-(pyrrolidin-N-ylcarbonyl)-2-[N-(pyridin-4-yl)piperidin-4-yl)]eth-1- yl

1-(S)-(pyrrolidin-N-ylcarbonyl)-2-[N-(pyridin-4-yl)piperidin-4-yl)]eth-1- yl

1-(R)-(pyrrolidin-N-ylcarbonyl)-2-[4-(pyridin-4-yl)phenyl)]eth-1-yl

1-(S)-(pyrrolidin-N-ylcarbonyl)-2-[4-(pyridin-4-yl)phenyl)]eth-1-yl

1-(R)-(pyrrolidin-N-ylcarbonyl)-2-[4-(pyrid-2-yl)phenyl]eth-1-yl,

1-(S)-(pyrrolidin-N-ylcarbonyl)-2-[4-(pyrid-2-yl)phenyl]eth-1-yl,

1-(R)-(pyrrolidin-N-ylcarbonyl)-2-[4-(pyrimidin-2-yl)phenyl]eth-1-yl,

1-(S)-(pyrrolidin-N-ylcarbonyl)-2-[4-(pyrimidin-2-yl)phenyl]eth-1-yl,

1-(R)-(pyrrolidin-N-ylcarbonyl)-2-[4-(N-t-butoxycarbonylpyrrol-2-yl)phenyl]eth-1-yl

1-(S)-(pyrrolidin-N-ylcarbonyl)-2-[4-(N-t-butoxycarbonylpyrrol-2- yl)phenyl]eth-1-yl

1-(S)-(t-butoxycarbonyl)-2-(4-hydroxyphenyl)eth-1-yl,
3-t-butoxycarbonyl-1-methoxycarbonylprop-1-yl,
2-[N-(t-butoxycarbonylmethyl)piperid-4-yl]eth-1-yl,
2-[1-(t-butoxycarbonylmethyl)piperid-4-yl)]eth-1-yl,
1-(S)-(t-butoxycarbonyl)-3-methylprop-1-yl,
1-(R)-(t-butoxycarbonyl)-3-methylprop-1-yl,
1-(R)-(t-butoxycarbonyl)-2-(phenyl)eth-1-yl,
2-cyclopropyl-2-(pyridin-4-yl)eth-1-yl, and
2-(N-t-butoxycarbonylmethyl)pyridin-4-yl-ethyl.

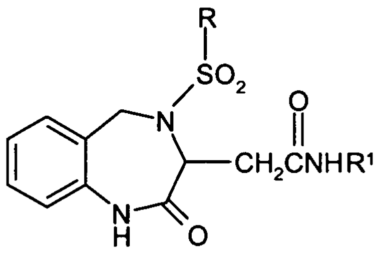
6. A compound according to Claim 5 wherein R^2 is selected from the group consisting of hydrogen, methyl, ethyl, *iso*-propyl, 2-methoxyeth-1-yl, and pyrid-3-ylmethyl.

7. The compound according to Claim 1 wherein W is nitrogen and R^1 and R^2 are joined, together with the nitrogen atom to which they are bound, to form an optionally substituted heterocyclic.

8. The compound according to Claim 7, wherein said optionally substituted heterocyclic group is selected from the group consisting of 4-(2-aminoethyl)piperidin-1-yl, 4-[2-(N-t-butoxycarbonylamino)ethyl]-piperidin-1-yl, 1-(pyridin-2-yl)piperazin-4-yl, N-morpholino, 2-methylpiperid-N-yl, 2-(S)-carboxamide-pyrrolidin-N-yl, 2-(R)-hydroxy-5-(S)-methoxycarbonylpyrrolidin- N-yl, 2-(R)-methoxycarbonyl-pyrrolidin-N-yl, 2-(S)-methoxymethylpyrrolidin- 1-yl, 3-(R)-(t-butoxycarbox-amido)pyrrolidin-N-yl, 3-carboxamidepiperid-N-yl, 3-hydroxypyrrolidin-N-yl, 4-acetylpiperazin-1-yl, 4-hydroxypiperid-N-yl, 4-methylpiperazin-1-yl, 4-(pyridin-4-yl)piperazin-1-yl, and 2-methoxycarbonylpyrrolidin-N-yl.

9. The compound according to Claim 1, wherein each R^3 is selected from the group consisting of chloro, fluoro and methyl.

10. The compound according to Claim 1, wherein p is zero.



11. The compound according to Claim 1, wherein R^7 is selected from the group consisting of hydrogen, methyl, benzyl and *t*-butoxycarbonyl-methyl.

12. A compound of Formula II:

II

wherein

R is selected from the group consisting of aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic;

R^1 is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic; and

pharmaceutically acceptable salts thereof.

13. A compound according to Claim 12 wherein R is selected from the group consisting of phenyl; naphth-1-yl; 5-dimethylamino-naphth-1-yl; 2-fluorophenyl; 2-chlorophenyl; 2-cyanophenyl; 2-methylphenyl; 2-nitro-phenyl; 2-trifluoromethylphenyl; 3-chlorophenyl; 4-methylphenyl (tolyl); 2,5-dibromophenyl; 4-bromo-2-ethylphenyl; 4-bromo-2-trifluoromethoxy-phenyl; 2,3-dichlorophenyl; 2,4-dichlorophenyl; 3,4-dichlorophenyl; 2,5-dichlorophenyl; 3,5-dichlorophenyl; 2,6-dichlorophenyl; 2-chloro-4-cyano-phenyl; 2-chloro-4-fluorophenyl; 3-chloro-2-methylphenyl; 2-chloro-6-methylphenyl; 5-chloro-2-methoxyphenyl; 2-chloro-4-

trifluoromethyl-phenyl; 2,4-difluorophenyl; 5-fluoro-2-methylphenyl; 2,5-dimethoxyphenyl; 2-methoxy-4-methylphenyl; 2-methoxy-5-bromophenyl; 2-methoxy-5-methylphenyl; 2,5-dimethylphenyl; 2-methyl-5-nitrophenyl; 3,5-di(trifluoro-methyl)phenyl; 4-bromo-2,5-difluorophenyl; 2,3,4-trichlorophenyl; 2,4,5-trichlorophenyl; 2,4,6-trichlorophenyl; 2,4-dichloro-5-methylphenyl; 4-chloro-2,5-dimethylphenyl; 2,4,6-tri(*iso*)propylphenyl; 2,4,6-trimethyl-phenyl; 2,3,5-trimethyl-4-chlorophenyl; 2,3,6-trimethyl-4-methoxyphenyl; 2,3,4,5,6-pentamethylphenyl; 5-chloro-1,3-dimethylpyrazol-4-yl; 2-methoxy-carbonyl-thiophen-3-yl; 2,3-dimethylimidazol-5yl; 2-methylcarbonylamino-4-methyl-thiazol-5-yl; quinolin-8-yl; thiophen-2-yl; 1-methylimidiazol-4-yl; 3,5-dimethylisoxazol-4-yl; and N-morpholino.

14. The compound according to Claim 13 wherein R is selected from the group consisting of 4-chloro-2,5-dimethylphenyl and 2,3-dichlorophenyl.

15. The compound according to Claim 12 wherein R^1 is selected from the group consisting of:

2-[(4-amidino)phenyl]-1-(R)-(pyrrolidin-N-ylcarbonyl)eth-1-yl,
amino,
2-[N-(-aminoacetyl)piperid-4-yl]eth-1-yl,
4-aminobenzyl, 2-[4-(aminoethyleneamidino)phenyl]eth-1-yl,
2-[N-(1-amino-1-methylethylcarbonyl)piperid-4-yl]eth-1-yl,
2-(4-aminophenyl)eth-1-yl,
2-aminothiazol-5-ylmethyl,
(2-aminopyrid-4-yl)methyl,
benzyl,
2-bromoeth-1-yl,
1-(S)-carboxamide-2-(indol-3-yl)eth-1-yl,
carboxamidemethyl,
1-carboxamide-2-(S)-methyl-but-1-yl,
1-(S)-carbamyol-2-(phenyl)eth-1-yl,
1-(R)-carboxamide-2-(phenyl)eth-1-yl,

4-carboxybenzyl,

2-chloroeth-1-yl,

cyanomethyl,

2-(4-cyanophenyl)eth-1-yl,

2-(4-cyanophenyl)-1-(R)-(pyrrolidin-N-ylcarbonyl)eth-1-yl,

2-(4-cyanophenyl)-1-(S)-(pyrrolidin-N-ylcarbonyl)eth-1-yl,

cyclohexyl,

cyclohexylmethyl,

2-(N-cyclopropylpiperidin-4-yl)eth-1-yl,

2-(N-cyclopropylpiperidin-4-yl)-1-(R)-(pyrrolidin-N-ylcarbonyl)eth-1-yl,

1-(R)-1,3-di(benzyloxycarbonyl)prop-1-yl,

1-(S)-1,3-dicarboxamideprop-1-yl,

(2-dimethylamino)eth-1-yl,

2-[4-(N,N-dimethylamino]phenethyl,

3-(dimethylamino)prop-1-yl,

1-(S)-ethoxycarbonyleth-1-yl,

2-ethoxyphenyl,

ethyl,

1-(R)-(1-N-ethylamino-carbonyl)-4-amino-n-butyl,

1-(S)-(1-N-ethylamino-carbonyl)-4-amino-n-butyl,

1-(R)-(1-N-ethylaminocarbonyl)-5-(t-butoxycarbonylamino)pent-5-yl,

1-(S)-(1-N-ethylaminocarbonyl)-5-(t-butoxycarbonylamino)pent-5-yl,

1-(R)-(1-N-ethylaminocarbonyl)-4-(N -t-butoxycarbonylamino)-n-but-5- yl,

1-(S)-(1-N-ethylaminocarbonyl)-4-(N -t-butoxycarbonylamino)-n-but-5- yl,

1-(R)-(1-N-ethylaminocarbonyl)-5-guanadino-n-pent-5-yl,

1-(S)-(1-N-ethylaminocarbonyl)-5-guanadino-n-pent-5-yl,

1-R,S-(1-N-ethylaminocarbonyl)-4-(N -t-butoxycarbonyl)guanadino-n-but-1-yl,

1-(R)-(1-N-ethylaminocarbonyl)-5-(N -t-butoxycarbonylamino)-n-pent-5- yl,

1-(S)-(1-N-ethylaminocarbonyl)-5-(N -t-butoxycarbonylamino)-n-pent-5- yl,

4-fluorophenethyl,

hydrogen,

2-hydroxyeth-1-yl,

2-(4-hydroxyphenyl)-1-(S)-(methoxycarbonyl)eth-1-yl,

2-(4-hydroxyphenyl)-1-(S)-(isopropoxycarbonyl)eth-1-yl,

2-(4-hydroxyphenyl)-1-(R)-(methoxycarbonyl)eth-1-yl,

2-(N-hydroxypyrid-4-yl)eth-1-yl,

2-(imidazol-4-yl)eth-1-yl,

2-[4-(imidazolin-2-yl)phenyl]-1-(R)-(pyrrolidin-1-ylcarbonyl)eth-1-yl,

2-[4-(imidazolin-2-yl)phenyl]eth-1-yl,

2-(indol-3-yl)eth-1-yl,

2-(indol-3-yl)-1-(S)-(methoxycarbonyl)eth-1-yl,

2-(indol-3-yl)-1-(R)-(methoxycarbonyl)eth-1-yl,

iso-propyl,

1-(R)-(isopropoxycarbonyl)-2-(phenyl)eth-1-yl,

methoxy,

4-(methoxycarbonyl)benzyl,

1-(R)-(methoxycarbonyl)eth-1-yl,

methoxycarbonylmethyl,

methoxycarbonylphenylmethyl,

2-methoxyeth-1-yl,

1-(R)-(methoxcarbonyl)-2-(N-methylpiperidin-4-yl)eth-1-yl,

1-(R)-(methoxycarbonyl)-2-(N-methyl-1,2,3,6-tetrahydropyrid-4-yl)eth- 1-yl,

2-methoxyphenyl,

1-(R)-(methoxycarbonyl)-2-pyrid-4-yl)eth-1-yl,

methyl,

2-[4-(methylcarbonylamino]phenethyl,

1-(R)-(N-methyl-N-ethylcarbamoyl)-3-(guanadino)prop-1-yl,

2-(4-methylpiperazin-1-yl)eth-1-yl,

(N-methylpiperidin-2-yl)methyl,

2-(N-methylpiperidin-2-yl)eth-1-yl,

2-(N-methylpiperidin-3-yl)eth-1-yl,

2-(N-methylpiperidin-4-yl)eth-1-yl,

2-(N-methylpiperidin-4-yl)-1-(R)-(pyrrolidin-N-ylcarbonyl)eth-1-yl,
2-[(N-methyl)pyrrolidin-2-yl]eth-1-yl,
2-(N-methyl-1,2,5,6-tetrahydropyrid-4-yl)eth-1-yl,
2-(N-methyl-1,2,5,6-tetrahydropyrid-4-yl)-1-(R)-(pyrrolidin-N-ylcarbonyl) eth-1-yl,
3-(2-methylthiazol-5-yl)-pyrazol-5-yl,
2-(N-morpholino)eth-1-yl,
n-hexyl,
4-nitrobenzyl,
phenethyl,
1-(R)-phenyleth-1-yl,
1-(S)-phenyleth-1-yl,
phenyl,
4-phenylbut-1-yl,
1-(R)-2-phenylcarboxyeth-1-yl,
1-(R)-2-phenyl-1-(methoxycarbonyl)eth-1-yl,
1-(S)-2-phenyl-1-(methoxycarbonyl)eth-1-yl,
3-phenyl-n-prop-1-yl,
2-(phenyl)-1-(S)-(pyrrolidin-N-ylcarbonyl)eth-1-yl,
2-(piperidin-N-yl)eth-1-yl,
2-(piperidin-2-yl)eth-1-yl,
2-(piperidin-3-yl)eth-1-yl,
2-(piperidin-4-yl)eth-1-yl,
(piperid-1-yl)carbonylmethyl,
pyrazin-2-ylmethyl,
2-(pyrid-2-yl)eth-1-yl,
2-(pyrid-3-yl)eth-1-yl,
2-(pyrid-4-yl-)eth-1-yl,
(pyrid-2-yl)methyl,
(pyrid-3-yl)methyl,
(pyrid-4-yl)methyl,

2-[N-(pyrid-4-yl)]piperidin-4-yl,

2-[N-(pyrid-4-yl)piperid-4-yl)]eth-1-yl,

2-[N-(pyrid-2-yl)piperidin-4-yl]eth-1-yl

2-(pyrid-4-yl)-1-(R)-(pyrrolidin-N-ylcarbonyl)eth-1-yl,

1-(R)-(pyrrolidin-N-ylcarbonyl)-2-(4-amidino)phenyl-eth-1-yl,

1-(S)-(pyrrolidin-N-ylcarbonyl)-2-(4-amidino)phenyl-eth-1-yl,

1-(R)-(pyrrolidin-N-ylcarbonyl)-5-amino-n-pent-1-yl,

1-(S)-(pyrrolidin-N-ylcarbonyl)-5-amino-n-pent-1-yl,

1-(R)-(pyrrolidin-N-ylcarbonyl)-2-(4-biphenyl)eth-1-yl,

1-(S)-(pyrrolidin-N-ylcarbonyl)-2-(4-biphenyl)eth-1-yl,

1-(R)-(pyrrolidin-N-ylcarbonyl-2-(4-iodophenyl)eth-1-yl,

1-(S)-(pyrrolidin-N-ylcarbonyl-2-(4-iodophenyl)eth-1-yl,

1-(R)-(pyrrolidin-N-carbonyl)-4-(t-butoxycarbonylamino)-n-but-1-yl,

1-(S)-(pyrrolidin-N-carbonyl)-4-(t-butoxycarbonylamino)-n-but-1-yl,

1-(S)-(pyrrolidin-N-ylcarbonyl)-2-[4-(2-imidazolin-2-yl)phenyl]eth-1-yl,

2-(R)-(pyrrolidin-N-ylcarbonyl-3-phenylprop-2-yl,

1-(R)-(pyrrolidin-N-ylcarbonyl)-2-[4-(N-methylpiperidin-2-yl)
phenyl)]eth-1-yl

1-(S)-(pyrrolidin-N-ylcarbonyl)-2-[4-(N-methylpiperidin-2- yl)phenyl)]eth-1-yl

1-(R)-(pyrrolidin-N-ylcarbonyl)-2-[N-methyl-1,2,5,6-tetrahydropyridin- 4-yl)-phen-4-yl)]eth-1-yl

1-(S)-(pyrrolidin-N-ylcarbonyl)-2-[N-methyl-1,2,5,6-tetrahydropyridin- 4-yl)-phen-4-yl)]eth-1-yl

1-(R)-(pyrrolidin-N-ylcarbonyl)-2-[4-(piperidin-2-yl)cyclohexyl)]eth-1- yl,

1-(S)-(pyrrolidin-N-ylcarbonyl)-2-[4-(piperidin-2-yl)cyclohexyl)]eth-1-yl,

1-(R)-(pyrrolidin-N-ylcarbonyl)-2-[N-(phenyl)piperidin-4-yl)]eth-1-yl

1-(S)-(pyrrolidin-N-ylcarbonyl)-2-[N-(phenyl)piperidin-4-yl)]eth-1-yl

1-(R)-(pyrrolidin-N-ylcarbonyl)-2-[N-(pyridin-4-yl)piperidin-4-yl)]eth-1- yl

1-(S)-(pyrrolidin-N-ylcarbonyl)-2-[N-(pyridin-4-yl)piperidin-4-yl)]eth-1- yl

1-(R)-(pyrrolidin-N-ylcarbonyl)-2-[4-(pyridin-4-yl)phenyl)]eth-1-yl

1-(S)-(pyrrolidin-N-ylcarbonyl)-2-[4-(pyridin-4-yl)phenyl)]eth-1-yl

1-(R)-(pyrrolidin-N-ylcarbonyl)-2-[4-(pyrid-2-yl)phenyl]eth-1-yl,

1-(S)-(pyrrolidin-N-ylcarbonyl)-2-[4-(pyrid-2-yl)phenyl]eth-1-yl,

1-(R)-(pyrrolidin-N-ylcarbonyl)-2-[4-(pyrimidin-2-yl)phenyl]eth-1-yl,

1-(S)-(pyrrolidin-N-ylcarbonyl)-2-[4-(pyrimidin-2-yl)phenyl]eth-1-yl,

1-(R)-(pyrrolidin-N-ylcarbonyl)-2-[4-(N-t-butoxycarbonylpyrrol-2-yl)phenyl]eth-1-yl

1-(S)-(pyrrolidin-N-ylcarbonyl)-2-[4-(N-t-butoxycarbonylpyrrol-2- yl)phenyl]eth-1-yl

1-(S)-(t-butoxycarbonyl)-2-(4-hydroxyphenyl)eth-1-yl,

3-t-butoxycarbonyl-1-methoxycarbonylprop-1-yl,

2-[N-(t-butoxycarbonylmethyl)piperid-4-yl]eth-1-yl,

2-[1-(t-butoxycarbonylmethyl)piperid-4-yl)]eth-1-yl,

1-(S)-(t-butoxycarbonyl)-3-methylprop-1-yl,

1-(R)-(t-butoxycarbonyl)-3-methylprop-1-yl,

1-(R)-(t-butoxycarbonyl)-2-(phenyl)eth-1-yl,

2-cyclopropyl-2-(pyridin-4-yl)eth-1-yl, and

2-(N-t-butoxycarbonylmethyl)pyridin-4-yl-ethyl.

16. A compound selected from the group consisting of:

3-[3-(R,S)-(4-chloro-2,5-dimethylbenzenesulfonyl)-4-oxo-2,5-benzodi-azepin-3-yl]-N-[2-(pyridin-4-yl)ethyl] acetamide (1);

3-[3-(R,S)-(4-chloro-2,5-dimethylbenzenesulfonyl)-4-oxo-2,5-benzodi-azepin-3-yl]-N-[2-(1,2,3,6-tetrahydro-N-methylpyridin-4-yl)eth-1-yl]acetamide (2);

3-[3-(R,S)-(4-chloro-2,5-dimethylbenzenesulfonyl)-2-oxo-2,5-benzodi-azepin-3-yl]-N-[2-(N-methylpiperidin-4-yl)eth-1-yl] acetamide (3);

3-[3-(R,S)-(4-chloro-2,5-dimethylbenzenesulfonyl)-2-oxo-2,5-benzodi-azepin-3-yl]-N-[2-(N-{pyrid-4-yl}piperidin-4-yl)eth-1-yl] acetamide (4);

3-[3-(R,S)-(4-chloro-2,5-dimethylbenzenesulfonyl)-2-oxo-2,5-benzodi-azepin-3-yl]-N-[2-(N-oxopyridin-4-yl)eth-1-yl] acetamide (5);

3-[3-(R,S)-(4-chloro-2,5-dimethylbenzenesulfonyl)-2-oxo-2,5-benzodi-azepin-3-yl]-N-[4-(pyridin-2-yl)piperazin-1-yl] acetamide (6);

3-[3-(R,S)-(4-chloro-2,5-dimethylbenzenesulfonyl)-2-oxo-2,5-benzodi-azepin-3-yl]-N-[4-(pyridin-4-yl)piperazin-1-yl] acetamide (7);

3-[3-(R,S)-(4-chloro-2,5-dimethylbenzenesulfonyl)-2-oxo-2,5-benzodi-azepin-3-yl]-N-[2-cyclopropyl-2-(pyridin-4-yl)eth-1-yl] acetamide (8);

3-[3-(R)-(4-chloro-2,5-dimethylbenzenesulfonyl)-4-oxo-2,5-benzodiazepin-3-yl]-N-[2-(pyridin-4-yl)ethyl] acetamide (9);

3-[3-(S)-(4-chloro-2,5-dimethylbenzenesulfonyl)-4-oxo-2,5-benzodiazepin-3-yl]-N-[2-(pyridin-4-yl)ethyl] acetamide (10);

3-[3-(R,S)-(2,3-dichlorobenzenesulfonyl)-2-oxo-2,5-benzodiazepin-3-yl]-N-[2-(R,S)-cyclopropyl-2-(pyridin-4-yl)eth-1-yl] acetamide (11);

3-[3-(R,S)-(2,3-dichlorobenzenesulfonyl)-4-oxo-2,5-benzodiazepin-3-yl]-N-[2-(pyridin-4-yl)ethyl] acetamide (12);

3-[3-(R,S)-(2,3-dichlorobenzenesulfonyl)-2-oxo-2,5-benzodiazepin-3-yl]-N-[2-(N-{pyridin-2-yl}piperidin-4-yl)eth-1-yl]acetamide (13);

3-[3-(R,S)-(4-chloro-2,5-dimethylphenylcarbonylmethyl)-2-oxo-2,5-benzodiazepin-3-yl]-N-[2-pyridin-4-yleth-1-yl]acetamide (14);

or pharmaceutically acceptable salts thereof.

17. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically amount of a compound according to any of Claims 1-16 or mixtures thereof effective to treat or palliate adverse symptoms associated with the presence of bradykinin in mammals.

18. A method for treating or palliating adverse symptoms in a mammal associated, at least in part, with the presence or secretion of bradykinin which comprises administering to said mammal a therapeutically effective amount of a pharmaceutical composition according to Claim 17.

19. A method for treating or ameliorating pain hyperalgesia, hyperthermia and/or edema in mammals associated, at least in part, with the release of bradykinin in

such mammals which comprises a therapeutically effective amount of a pharmaceutical composition according to Claim 17.

20. A method for treating or ameliorating adverse symptoms associated, at least in part, with the release of bradykinin relative to burns, perioperative pain, migraine, shock, central nervous system injury, asthma, rhinitis, premature labor, inflammatory arthritis, or inflammatory bowel disease which comprises a therapeutically effective amount of a pharmaceutical composition according to Claim 17.